BOOK 7563 PAGE 811

QUITCLAIM DEED

FROM: The Equitable Life Assurance Society of the United States, Grantor

TO: EQ/Shearson Hotel Properties L.P., Grantee

This instrument was prepared by:
Thomas F. Kaufman, Esq.
Willkie Farr & Gallagher
Three Lafayette Center
1155 21st Street, N.W.
Washington, D.C. 20036

Address New Owner(s) as Follows:

c/o Shearson Lehman Brothers, Inc.
American Express Tower
World Financial Center
New York, New York 10235

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes

Same

Map-Parcel Numbers

107-00-0113.00

Field Book Numbers

03 DZ 35062

STATE OF GEORGIA)
COUNTY OF FULTON)

The actual consideration for this transfer is TWENTY-THREE MILLION ONE HUNDRED THREE THOUSAND EIGHT HUNDRED SEVENTY-TWO AND NO/100 DOLLARS ($23,103,872.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this 2nd day of June, 19 88.

Notary Public

Notary Public, DeKalb County, Georgia
My Commission Expires Oct. 1, 1991

My Commission Expires: _____

IDENTIFICATION REFERENCE

JUN 6 1 12 PM '88
FELIX Z. WILSON IT REGISTER
DAVIDSON COUNTY, TN

36973

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, The Equitable Life Assurance Society of the United States, a New York corporation, Grantor, has bargained and sold, and by these presents does transfer, quitclaim and convey unto the said EQ/Shearson Hotel Properties L.P., a Delaware limited partnership, Grantee, its heirs, successors, and assigns, all of its rights, title and interest in and to a certain tract or parcel of land in Davidson County, State of Tennessee, described on Schedule 1 attached hereto and made a part hereof, together with all of the easements, rights of way, privileges, licenses, strips, gores, hereditaments, appurtenances and other benefits thereunto belonging or in anywise appertaining, to the Grantee, its successors and assigns, but without any covenant, representation or warranty whatsoever, subject to the exceptions set forth in Schedule 2 attached hereto and made a part hereof,

This is improved property, known as One Marriott Drive, Nashville, Tennessee 37210.

Witness my hand this 2nd day of June, 1988.

THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES

By: Tommy V. Clinton

Title: Vice President

STATE OF GEORGIA)
COUNTY OF FULTON)

Before me, Ruthann P Lacey, a Notary Public of said County and State, personally appeared Tommy V Clifton with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President (or other officer authorized to execute the instrument) of THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES, the within named bargainor, a corporation, and that he as such Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President.

Witness my hand and seal, at Atlanta, Georgia, this 2nd day of June, 1988.

Ruthann P Lacey
Notary Public

Notary Public, DeKalb County, Georgia
My Commission Expires Oct. 1, 1991

My Commission Expires:_____

NOTARY PUBLIC DEKALB COUNTY, GA. RUTHANN P LACEY

Schedule 1 BOOK 7563 PAGE 814

Nashville Land Legal Description

A tract of land in the first, formerly the Third, Civil District of Metropolitan Nashville-Davidson County, Tennessee lying north of Interstate 40, east of Briley Parkway and south of New Elm Hill Pike being Lot No. One of the plan of the Marriott Hotel and Office Park, Section One, recorded in Book 5200, page 375, Register's Office for Davidson County, Tennessee.

Beginning at a concrete monument on the easterly right-of-way line of Briley Parkway, said monument also being on the westerly right-of-way line of Marriott Drive and at the common northerly corner of Tract II and Tract X as described in a deed to Marriott Corporation recorded in Deed Book 5538, page 1, R.O.D.C., Tennessee and proceeding as follows: with the westerly right-of-way Marriott Drive, southwardly with a 532.10 foot radius curve to the left 404.98 feet to a concrete monument, said curve has a chord bearing and distance of S 18°48'20" W 395.277 feet; thence, S 2°59'54" E 170.86 feet to a concrete monument; thence, with a 499.44 foot radius curve to the left 193.22 feet, said curve has a chord bearing and distance of S 14°04'54" E 192.021 feet' thence, with a 370.45 foot radius curve to the right 151.29 feet to a concrete monument, said curve has a chord bearing and distance of S 13°27'54" E 150.245 feet; thence, S 1°45'54" E 205.00 feet to a concrete monument; thence, with a 300.00 foot radius curve to the left 20.00 feet to an iron pin, said curve has a chord bearing and distance of S 3°40'29" E 19.996 feet; thence, S 1°44'20" E 418.40 feet to an iron pin on the north right-of-way line of Interstate 40; thence, with said line N 79°17'21" W 390.00 feet to a concrete monument; thence, N 63°07'21" W 309.63 feet to a concrete monument; thence N 27°21'19" W 183.93 feet to a concrete monument; thence, N 3°39'24" E 208.63 feet to a concrete monument; thence, N 34°02'42" E 353.51 feet to a concrete monument; thence, N 44°52'43" W 73.68 feet to an iron pin that is 100 feet from the center line of Briley Parkway; thence, with the easterly right of way line of Briley Parkway, N 45°05'12" E 48.75 feet to a concrete monument; thence, N 52°52'32" E 151.05 feet to a concrete monument; thence, N 45°04'11" E 449.11 feet to a concrete monument; thence, N 34°11'00" E 50.64 feet to an iron pin; thence N 44°40'24" E 36.43 feet to a concrete monument; thence, with a 1,543.59 foot radius curve to the left 109.49

feet to the point of beginning, said curve has a chord bearing and distance of N 42°38'29" E 109.461 feet, and containing 15.01 acres, more or less.

Being parts of Tracts I, III, X and II as described in deed to Marriott Corporation recorded in Book 5538, page 1 and part of Ermac Drive, abandoned, as deeded to Marriott Corporation and recorded in Book 5758, page 269, R.O.D.C., Tennessee.

Schedule 2 BOOK 7563 PAGE 816

Permitted Exceptions

NASHVILLE

1. Taxes for 1988, now due and payable, but not delinquent.

2. TVA easement of record in Book 1298, page 303, Register's Office for Davidson County, Tennessee, located along the southerly boundary of premises.

3. Restrictive covenant denying ingress to premises described herein from Ermac Drive or egress from said premises onto Ermac Drive of record in Book 4890, page 358, Register's Office for Davidson County, Tennessee.

4. Restrictive covenants of record in Book 5762, page 691, Register's Office for Davidson County, Tennessee.

5. Survey of Ragan-Smith-Murphy & Associates, Inc., dated November 19, 1987, Job No. 73-260 shows the following matters:

   a. T.V.A. Tower;
   b. T.V.A. Transmission Line Easement as in Deed Book 1298, Page 303;
   c. Earth Dam
   d. Detention Area;
   e. Utility Lines;
   f. Sewer Lines;
   g. Storm Drains

6. Plan of record in Book 5200, page 375, Register's Office for Davidson County, Tennessee, shows the following matters:

   a. T.V.A. Tower;
   b. T.V.A. Transmission Line Easement;
   c. 15-foot minimum building setback line along all lines;
   d. Owner's Certificate; and
   e. a note limiting access from Marriott Drive to a certain point.

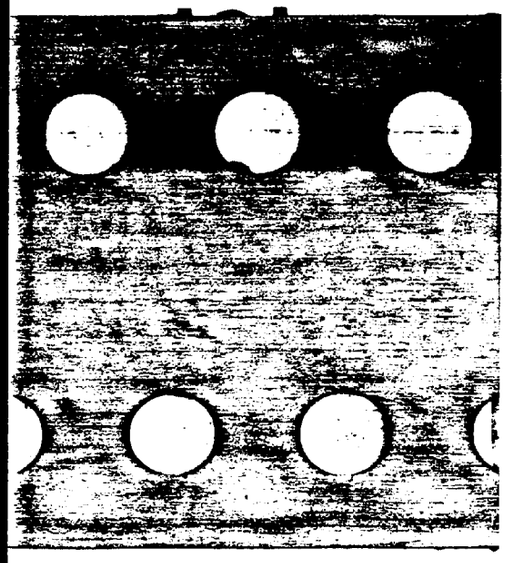
7. Deed of Conveyance from Marriott Corporation to Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services, of record in Book 5813, page 651, Book 5813, page 654, and Book 5813, page 657, Register's Office for Davidson County, Tennessee.

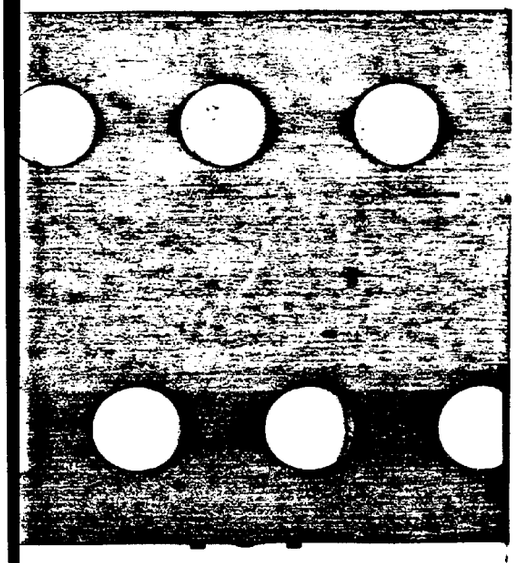
8. Lease by and between The Equitable Life Assurance Society of the United States, as Landlord, and Marriott corporation, as Tenant, dated November 18, 1981, notice of which is provided by Memorandum of Lease dated November 18, 1981, filed for record November 24, 1981 in Book 5822, page 145, Register's Office for Davidson County, Tennessee.

1992 06/06 0101 03CHECK 64712.42

OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE





RECEIVED OF _____

FOR _____

BOOK 7563 PAGE 818

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TAX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TAX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

CONV. 23,103,872.00

CON TX	64690.92
PRFEE	0.50
WDEED	21.00
TOTAL	64712.42

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 64712.42

06/06/88 01 13:11 0001 1882

36973

IDENTIFICATION REFERENCE

JUN 6 1 12 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 98762